



October 25, 1992

Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th street & Constitution Ave., N.W.
Washington D.C., 20423

14929 A
RECORDED 10/29/92

OCT 29 1992-10 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Mildred Lee:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. section 11303 (a) and the regulations promulgated thereunder, are one (1) original and three (3) executed counterparts thereof of a secondary document, not previously recorded, entitled RELEASE AND BILL OF SALE.

The parties to the enclosed release are:

CSX Transportation, Inc.,
(Successor by Merger to The Chesapeake
and Ohio Railway Company), as Vendor
500 Water Street,
Jacksonville, FL 32202

Huron and Eastern Railway Company
538 East Huron Ave.
Vassar, MI 48768

The enclosed document, among other things, completes the Conditional Sale Agreement, dated March 27, 1986 and recorded with the Interstate Commerce Commission on March 28, 1986 and assigned Recordation No. 14929.

Enclosed is a \$16.00 check as payment for the filing fee.

Once the filing has been made, please return to the undersigned stamped copies of the Amendment not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Please Return to: Mr. Thomas N. Whitelaw
CSX Transportation, Inc.
500 Water St, J200
Jacksonville, FL 32202

Very truly yours,

Enclosures

Richardson C. Cole
Director Finance Administration

cc: A.B. Aftoora
J.C. Eccleston

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INTERSTATE COMMERCE COMMISSION

RELEASE AND BILL OF SALE

THE CHESAPEAKE AND OHIO RAILWAY COMPANY, AND HURON
AND EASTERN RAILWAY COMPANY CONDITIONAL SALE AGREEMENT
DATED AS OF MARCH 27, 1986

WHEREAS, The Chesapeake and Ohio Railway Company, as Vendor, of certain Conditional Sale Agreement dated March 27, 1986, and Huron and Eastern Railway Company, as Railroad, had originally filed with the Interstate Commerce Commission on March 28, 1986 under 49 U.S.C. 11303, Recordation No. 14929, hereby certifies that all of the Conditional Sale Indebtedness has been fully paid or payment duly provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

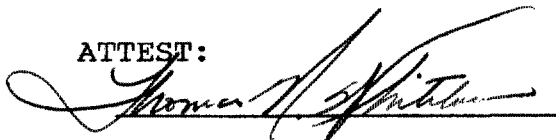
WHEREFORE, in consideration of \$1.00 and other valuable consideration:

CSX TRANSPORTATION, Inc., (Successor by merger to The Chesapeake and Ohio Railway Company), does hereby declare said Agreement dated as of March 27, 1986 to be satisfied and cancelled and does consent that the same be discharged of record, and further said CSX Transportation, Inc., does hereby sell, assign, convey, or guaranty of any kind express or implied unto Huron and Eastern Railway Company, all of its right, title, and interest in and to all of the railroad equipment (two GP-9 locomotives with the Vendor's numbers 6066 and 6099) of every character included in said Conditional Sale Agreement, and now held by said CSX Transportation, Inc.

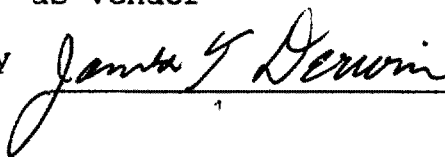
IN WITNESS WHEREOF, CSX Transportation, Inc. has caused these presents to be executed in its name by one of its thereunto duly authorized and its corporate seal to be hereunto affixed and attested by one of its officers, as of this 27th day of October, 1992.

CSX TRANSPORTATION, INC.,
(Successor by merger to The
Chesapeake and Ohio Railway
Company),
as Vendor

ATTEST:



By



STATE OF FLORIDA

COUNTY OF DUVAL

On this 27th day of October 1992, before me personally appeared James T. Derwin, to me personally known, who, being by me duly sworn, says that he is an official with CSX Transportation, Inc., that the corporate seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia Collier

Notary Public

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires Feb. 19, 1993

Bonded thru Patterson - Becht Agency

My commission expires

(NOTORIAL SEAL)